

HELM

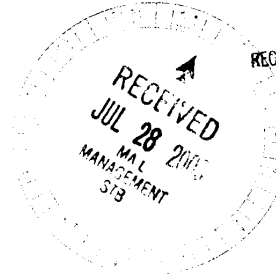
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

www.hlmx.com



RECORDATION NO. 22182-B FILED

JUL 28 '03 2:36 PM

SURFACE TRANSPORTATION BOARD

Via USPS Priority Mail

July 23, 2003

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: **Memorandum of Amendment to Locomotive Lease Agreement** ("Amended Memorandum")
dated as of February 12, 2003 by Helm Financial Corporation, a California corporation.

Dear Mr. Williams:

On behalf of **Helm Financial Corporation**, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereby the following document:

Three (3) fully-executed originals of the above-referenced Amended Memorandum.

In connection with the recording of the Amended Memorandum, please note the following information:

Name & Address of Lessor: **Helm Financial Corporation**
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name & Address of Lessee: **Georgia & Florida RailNet, Inc.**
1019 Coastline Avenue
Albany, GA 31705

Equipment: GP40-2 and GP-10 locomotives as more fully described in Schedule A to the Memorandum of Amendment to Locomotive Lease Agreement dated as of February 12, 2003 by Helm Financial Corporation, a California corporation.

Previous STB Filing: Lease and Assignment and Assumption Agreement dated as of June 4, 1999 were filed under STB Recordation Nos. 22182 and 22182-A on June 4, 1999 and September 23, 1999, respectively.

Please file the Amended Memorandum as a supplementary document and return two (2) endorsed originals to my attention. Check number 4487 covering the filing fee of thirty dollars (\$30.00) is enclosed.

Yours truly,

Cecilia Mostaghim
Contract Administrator

Enclosures (3)

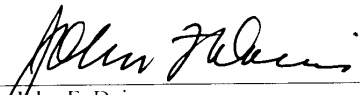
**MEMORANDUM OF
AMENDMENT TO LOCOMOTIVE LEASE AGREEMENT**

THIS MEMORANDUM OF AMENDMENT TO LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is dated as of February 12, 2003 and is intended to evidence Amendment No. 2 dated as of February 5, 2003 ("**Amendment No. 2**") to the Locomotive Lease Agreement dated as of April 30, 1999 ("**Lease**") between **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**"), and **GEORGIA & FLORIDA RAILNET, INC.**, a Delaware corporation ("**Lessee**"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Lease and the Assignment and Assumption Agreement dated as of June 4, 1999 were filed under Recordation Nos. 22182 and 22182-A on June 4, 1999 and September 23, 1999, respectively. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("**Units**"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease and Amendment No. 2 thereto. The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor.

IN WITNESS WHEREOF, Lessor has caused this Memorandum to be executed by its duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 
Name: John F. Dains
Title: President

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

TO THE MEMORANDUM OF LEASE DATED FEBRUARY 12, 2003

THE UNITS

Additional Units: Four (4) GP40-2 Locomotives.

Unit Numbers:

GFRR 9459
GFRR 9463
GFRR 9526
GFRR 9636

Terminated Units: Six (6) GP-10 Locomotives.

Unit Numbers:

GFRR 8265 (Formerly marked AGLF)
GFRR 8314 (Formerly marked AGLF)
GFRR 8395 (Formerly marked AGLF)
GFRR 8302
GFRR 8309
GFRR 8274

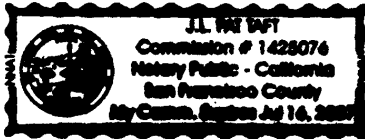
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 18, 2003 before me, J. L. Pat Taft, personally appeared John F. Dains, President of
HELM FINANCIAL CORPORATION,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence

to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~
executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~(s)~~ on the instrument the
person~~(s)~~ or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.



Witness my hand and official seal.

J. L. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]